

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re:	:	CHAPTER 11
	:	
UNBREAKABLE NATION CO.	:	BANKRUPTCY NO. 09-10131-jkf
	:	
Debtor	:	
	:	
	:	
	:	

**APPLICATION OF UNBREAKABLE NATION COMPANY PURSUANT TO
SECTIONS 327(a) AND 328(a) FOR AUTHORIZATION TO EMPLOY
STRADLEY RONON STEVENS & YOUNG, LLP AS ITS COUNSEL
AND TO AUTHORIZE THE WITHDRAWAL OF WOLFBLOCK LLP
AS COUNSEL TO THE DEBTOR NUNC PRO TUNC TO MARCH 27, 2009**

Unbreakable Nation Company ("**Debtor**") and Applicant herein, respectfully represents as follows:

1. On January 7, 2009, the above-captioned Debtor filed a Voluntary Petition under Chapter 11 of Title 11 of the United States Code, docketed at No. 09-10131.
2. The Debtor originally engaged Gibson & Perkins to represent it in this case. Subsequently, the Debtor was authorized to hire WolfBlock LLP to replace Gibson & Perkins. WolfBlock LLP is now in the process of unwinding and, therefore, the Debtor needs to engage new counsel.
3. Gretchen M. Santamour and Julie Murphy, the primary attorneys responsible for this matter, for WolfBlock have resigned from WolfBlock and have joined the law firm of Stradley Ronon Stevens & Young, LLP ("**Stradley**").
4. The Debtor requests authority to employ Stradley as its counsel *nunc pro tunc* as of March 27, 2009.

5. The Debtor has made a careful and diligent inquiry into the qualifications and competence of Stradley and is advised that Stradley, by reason of ability, integrity, and professional experience, is capable of providing legal counsel to the Applicant. Ms. Santamour and Ms. Murphy had primary responsibility for this matter when they were with WolfBlock. Stradley has no interest adverse to the estate or to the Applicant.

6. Applicant has engaged the services of Stradley as counsel to the Debtor, subject to Court approval.

7. Stradley will render the following professional services: to give Debtor legal advice with respect to its powers and duties as a Debtor and Debtor-in-Possession; to take all necessary actions to protect and preserve the value of the estate of the Debtor, including the prosecution of actions on the Debtor's behalf, the defense of any actions commenced against the Debtor and the negotiation of disputes in which the Debtor is involved; to prepare on behalf of the Debtor all necessary applications, motions, answers, orders, reports and other papers in connection with the administration of the estate and serve fact papers on creditors; and to take all necessary actions in connection with a plan of reorganization and related disclosure statements and to perform all other legal services for the Debtor which may be necessary or required in connection with the administration of the Debtor's estate.

8. To the best of the Debtor's knowledge, the members of, counsel to and associates of Stradley have no connection with or any interest adverse to the Debtor, their creditors, or any other party in interest, or their respective attorneys and accountants, except as may be set forth in the attached Verified Statement of Gretchen M. Santamour. The Verified Statement of Gretchen M. Santamour, Esq. is attached hereto as **Exhibit "A."**

9. Based upon Ms. Santamour's Verified Statement, Stradley is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code. The Debtor has been informed that Stradley will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise, and if any new relevant facts or relationships are discovered, Stradley will supplement its disclosure to the Court.

10. Stradley hereafter will apply for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules for the Eastern District of Pennsylvania (the "Local Rules"), the guidelines (the "Guidelines") established by the United States Trustee for the Eastern District of Pennsylvania (the "U.S. Trustee"), and further orders of this Court ("Orders") for all services performed and expenses incurred after the Commencement Date subject to the filing of proper applications for compensation in accordance with *In re Busy Beaver Building Centers Inc.*, 19 F.3d 833 (3d Cir. 1994).

11. Pursuant to Section 328(a) of the Bankruptcy Code, the Debtors may retain Stradley on any reasonable terms and conditions. Subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines, and the Orders, it is proposed that Stradley be compensated at its customary hourly rates for services performed that are in effect from time to time and to reimburse Stradley according to its customary reimbursement policies subject to approval by the court. The Debtor believes that the rates stated in the Verified Statement are reasonable.

WHEREFORE, the Debtor respectfully requests that the Court authorize the Debtor to employ Stradley as its attorneys, allow WolfBlock to withdraw as counsel to the Debtor and enter the Order attached hereto.

UNBREAKABLE NATION COMPANY

By: 

Robert A. Vito, President

Dated: March 30, 2009